

Hearing Date and Time: October 19, 2006 at 10:00 a.m.
Objection Deadline: October 12, 2006 at 4:00 p.m.

SHEARMAN & STERLING LLP
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Special Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u>	Case No. 05 – 44481 (RDD)
Debtors.	(Jointly Administered)
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**NOTICE OF SECOND APPLICATION OF SHEARMAN & STERLING LLP,
AS SPECIAL COUNSEL TO THE DEBTORS, FOR ALLOWANCE OF INTERIM
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM FEBRUARY 1, 2006 THROUGH MAY 31, 2006**

PLEASE TAKE NOTICE that the Second Application Of Shearman & Sterling LLP, As Special Counsel To The Debtors, For Allowance Of Interim Compensation For Professional Services Rendered And Reimbursement Of Actual And Necessary Expenses Incurred From February 1, 2006 Through May 31, 2006 (the "Application") was filed with the United States Bankruptcy Court for the Southern District of New York on July 31, 2006. The Application seeks approval of reasonable compensation for professional legal services rendered and expenses related thereto incurred by Shearman & Sterling LLP, special counsel to Delphi Corporation ("Delphi") and certain of its subsidiaries and

affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for the period commencing February 1, 2006 through and including May 31, 2006 (the "Compensation Period"), in the amount of \$819,752.56, (which is comprised of (i) \$750,297.60 for fees and (ii) \$59,454.96 for expenses).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the entry of an Order granting the Application (a) must be in writing, (b) must conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§ 102(l) And 105 And Fed. R. Bank. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (Docket No. 245) (the "Case Management Order"), (c) must state with particularity the legal and factual bases for the objection, (d) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (e) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (f) must be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., Esq.), (iii) counsel for the agent under the Debtors prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Marissa Wesley, Esq.), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican, Esq.), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue,

New York, New York 10022 (Attn: Robert J. Rosenberg, Esq.), (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), and (vii) special counsel for Debtors, Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York 10022, Attn: Douglas P. Bartner, Esq., in each case **so as to be received on or before October 12, 2006 at 4:00 p.m., prevailing Eastern Time** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON FINAL APPROVAL OF THE APPLICATION WILL BE HELD ON October 19, 2006 AT 10:00

A.M. A copy of the Application can be obtained either by (a) accessing the document on the Bankruptcy Court's website at the above-mentioned address, or (b) contacting Marian Luketic of Shearman & Sterling LLP at (212) 848-4263.

Dated: New York, New York
July 31, 2006

By:



Douglas P. Bartner (DB-2301)
Andrew V. Tenzer (AT-2263)

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